Changes to Legislation: as of 3 November 2026, this Act is up to date with all changes known to be in force.

Number 48 *of* 2021

COMPANIES (CORPORATE ENFORCEMENT AUTHORITY) ACT 2021

REVISED

Updated to 11 June 2023

This Revised Act is an administrative consolidation of the *Companies (Corporate Enforcement Authority) Act 2021*. It is prepared by the Law Reform Commission in accordance with its function under the *Law Reform Commission Act 1975* (3/1975) to keep the law under review and to undertake revision and consolidation of statute law.

All Acts up to and including the *Regulated Professions (Health and Social Care) (Amendment) Act 2023* (14/2023), enacted 6 June 2023, and all statutory instruments up to and including the *Companies (Corporate Enforcement Authority) Act 2021 (Section 35) (Commencement) Order 2023* (S.I. No. 292 of 2023), made 7 June 2023, were considered in the preparation of this Revised Act.

Disclaimer: While every care has been taken in the preparation of this Revised Act, the Law Reform Commission can assume no responsibility for and give no guarantees, undertakings or warranties concerning the accuracy, completeness or up to date nature of the information provided and does not accept any liability whatsoever arising from any errors or omissions. Please notify any errors, omissions and comments by email to revisedacts@lawreform.ie.

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COMPANIES (CORPORATE ENFORCEMENT AUTHORITY) ACT 2021

REVISED

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Number 48 *of* 2021

COMPANIES (CORPORATE ENFORCEMENT AUTHORITY) ACT 2021

REVISED

Updated to 11 June 2023

An Act to amend the Companies Act 2014 to establish a body to be known as An tÚdarás um Fhorfheidhmiú Corparáideach or, in the English language, the Corporate Enforcement Authority, to replace, and perform the functions previously performed by, the Director of Corporate Enforcement; to make provision for certain other amendments to that Act relating to the share capital of companies or the corporate governance of companies; to make consequential amendments to that Act and the Irish Collective Asset-management Vehicles Act 2015; and to provide for related matters.

[22*nd December,* 2021]

Be it enacted by the Oireachtas as follows:

PART 1

Preliminary and General

Short title, collective citation and commencement

1. (1) This Act may be cited as the Companies (Corporate Enforcement Authority) Act 2021.

(2) The Irish Collective Asset-management Vehicles Acts 2015 and 2020 and *Part 6* may be cited together as the Irish Collective Asset-management Vehicles Acts 2015 to 2021.

(3) This Act shall come into operation on such day or days as the Minister for Enterprise, Trade and Employment may by order or orders appoint either generally or with reference to any particular purpose or provision and different days may be so appointed for different purposes and different provisions.

Definition

2. In this Act, "Principal Act" means the Companies Act 2014.

Repeal

3. Chapter 3 of Part 15 of the Principal Act is repealed.

PART 2

Amendment of Principal Act - Corporate Enforcement Authority

Amendment of section 2 of Principal Act

4. Section 2 of the Principal Act is amended, in subsection (1)—

(a) by the substitution of the following definition for the definition of "officer of the Director":

" 'officer of the Authority' means—

(a) a member of staff of the Authority,

(b) an officer of the Minister assigned to the Authority,

(c) a member of the Garda Síochána seconded to the Authority, or

(d) a person employed by the Minister or the Authority, under a contract for service or otherwise, to assist the Authority in performing functions of the Authority under this Act or any other enactment;",

and

(b) by the insertion of the following definition:

" 'Authority' means the Corporate Enforcement Authority (but that title appears set out in full in any provision where it is desirable to avoid confusion or otherwise to provide clarity on the matter);".

Amendment of section 12 of Principal Act

5. Section 12 of the Principal Act is amended, in subsection (3), by the deletion of "946,".

Amendment of section 930A of Principal Act

6. Section 930A of the Principal Act is amended, in subsection (2), by the substitution of "section 944Z" for "section 957AA".

Amendment of section 930B of Principal Act

7. Section 930B of the Principal Act is amended, in subsection (2)(e)(i), by the substitution of "section 944Z" for "section 957AA" in both places that it occurs.

Amendment of section 936A of Principal Act

8. Section 936A of the Principal Act is amended, in subsection (3)(b), by the substitution of "section 944AB, a relevant sanction (within the meaning of section 944Z)" for "section 957B, a relevant sanction (within the meaning of section 957AA)".

Amendment of section 936B of Principal Act

9. Section 936B of the Principal Act is amended—

(a) in subsection (1)(c), by the substitution of "section 944AB(2)(b)" for "section 957C(2)(b)",

(b) in subsection (2), by the substitution of the following paragraphs for paragraphs (e) and (f):

"(e) in so far as all or part of the year has elapsed before the relevant date, all relevant sanctions (within the meaning of section 957AA as in force before the relevant date) imposed by the Director during the year in accordance with Chapter 3,

(f) on and after the relevant date, all relevant sanctions (within the meaning of section 944Z) imposed by the Authority during the year in accordance with Chapter 3B,

(g) in so far as all or part of the year has elapsed before the relevant date, all public notices of relevant sanctions (within the meaning of section 957AA as in force before the relevant date) imposed by the Director during the year in accordance with Chapter 3, and

(h) on and after the relevant date, all public notices of relevant sanctions (within the meaning of section 944Z) imposed by the Authority during the year in accordance with Chapter 3B.",

and

(c) by the substitution of the following subsection for subsection (7):

"(7) In this section—

'relevant date' means the date of commencement of *section 3* of the *Companies (Corporate Enforcement Authority) Act 2021*;

'relevant person', in relation to a recognised accountancy body, means—

(a) a member of the body, or

(b) an auditor or audit firm in relation to whom, by virtue of section 930C, the body may perform functions,

who is a statutory auditor or former statutory auditor.".

Amendment of Part 15 of Principal Act

10. Part 15 of the Principal Act is amended by the insertion of the following Chapters immediately before Chapter 4:

"Chapter 3A

Corporate Enforcement Authority

Definitions (Chapter 3A)

944A. In this Chapter and Schedule 22—

'Act of 2004' means the Public Service Management (Recruitment and Appointments) Act 2004;

'chairperson' means the chairperson of the Authority;

'civil servant' has the meaning assigned to it by the Civil Service Regulation Act 1956;

'Committ3ee of Public Accounts' means the committee of Dáil Éireann established under the rules and Standing Orders of Dáil

Éireann to examine and report to Dáil Éireann on the appropriation accounts and reports of the Comptroller and Auditor General;

'establishment day' means the day appointed by order under section 944B;

'financial year', in relation to the Authority, means a period of 12 months ending on 31 December in any year and, in the case of the first financial year of the Authority, means the period commencing on the establishment day and ending on 31 December in the year in which the establishment day falls;

'Member' has the meaning assigned to it by section 944F(2) and includes a person authorised to act in place of a Member under section 944I.

Establishment day

944B. The Minister shall, by order, appoint a day to be the establishment day for the purposes of this Chapter.

Establishment of Corporate Enforcement Authority

944C. (1) On the establishment day there shall stand a body to be known as *An* tÚdarás um Fhorfheidhmiú Corparáideach or, in the English language, the Corporate Enforcement Authority, to perform the functions conferred on it by this Act.

(2) The provisions of Schedule 22 shall have effect in relation to the Authority.

Functions of Authority

944D. (1) The functions of the Authority are—

(a) to encourage compliance with this Act,

(b) to investigate—

(i) instances of suspected offences under this Act, and

(ii) instances otherwise of suspected non-compliance with this Act or with the duties and obligations to which companies and their officers are subject,

(c) to enforce this Act, including by the prosecution of offences by way of summary proceedings,

(d) at the discretion of the Authority, to refer cases to the Director of Public Prosecutions where the Authority has reasonable grounds for believing that an indictable offence under this Act has been committed,

(e) to exercise, in so far as the Authority considers it necessary or appropriate, a supervisory role over the activity of liquidators and receivers in the discharge of their functions under this Act,

(f) for the purpose of ensuring the effective application and enforcement of obligations, standards and procedures to which companies and their officers are subject, to perform such other functions in respect of any matters to which this Act relates as the Minister considers appropriate and may by order confer on the Authority,

(g) to perform such other functions for the purpose referred to in paragraph (f) as may be assigned to the Authority under this Act or any other Act,

(h) to act under Chapter 2 as a member of the Supervisory Authority and, if appointed under section 907, act as a director of that body, and

(i) to perform functions transferred to the Authority under section 944E.

(2) Sections 930A and 930D make additional provision with regard to the performance of functions by, amongst others, the Authority.

(3) The Authority may do all such acts or things as are necessary or expedient to enable it to perform its functions under this Act or any other Act.

(4) The Authority shall be independent in the performance of its functions.

(5) Subject to this Chapter and Schedule 22, the Authority shall regulate its own procedures.

Transfer of functions of Director to Authority

944E. (1) All functions that, immediately before the establishment day, were vested in the Director are transferred to the Authority.

(2) Subject to *section 36* of the *Companies (Corporate Enforcement Authority) Act 2021*, a reference in—

(a) any enactment (other than this Act) to the Director or to the office of the Director, or

(b) any instrument under an enactment to the Director or to the office of the Director,

shall be construed as a reference to the Authority.

Membership of Authority

944F. (1) The Authority shall consist of such and so many Members (not being more than 3) as the Minister determines.

(2) Each member of the Authority shall be known as a Member of the Corporate Enforcement Authority (in this Chapter referred to as a 'Member').

(3) Subject to subsections (4) to (7) and section 944I, a Member shall be appointed by the Minister on the recommendation of the Public Appointments Service acting in accordance with the Act of 2004 and the appointment shall be on a full-time basis for a period not exceeding 5 years from the date of his or her appointment.

(4) (a) Subject to section 944H and Schedule 22, the relevant person shall, on the establishment day, be a Member for the remainder of his or her term of holding the office of Director left to elapse from and including the establishment day, and upon terms and conditions no less favourable than the relevant terms and conditions.

(b) In this subsection—

'relevant person' means the person (other than an Acting Director or a delegate of the Director) who, immediately before the establishment day, holds the office of Director;

'relevant terms and conditions', in relation to the relevant person, means the terms and conditions to which the person was entitled to immediately before the establishment day by virtue of holding the office of Director and that are in addition to the terms and conditions to which he or she is entitled to under the Civil Service Regulation Act 1956 by virtue of being a civil servant.

(5) The Public Appointments Service shall ensure that a person is recommended under subsection (3) for appointment only if satisfied that the person has the qualifications, experience and skills necessary to enable the Authority to effectively perform its functions.

(6) A Member to whom subsection (3) applies and whose term of office expires by the elapse of time may be reappointed to the Authority by the Minister for one further period not exceeding 5 years from the date of his or her reappointment and without the need for the recommendation referred to in that subsection.

(7) A Member to whom subsection (4) applies and whose term of office expires by the elapse of time may be reappointed to the Authority by the Minister for one further period not exceeding 5 years from the date of his or her reappointment.

(8) A Member shall—

(a) act subject to such terms and conditions (other than the payment of remuneration and allowances for expenses) as the Minister may, with the consent of the Minister for Public Expenditure and Reform, determine,

(b) be paid by the Authority such remuneration and allowances for expenses (if any) as the Minister may, with the consent of the Minister for Public Expenditure and Reform, from time to time determine,

(c) not hold any other office or occupy any other position in respect of which emoluments are payable or carry on any business without the consent of the Minister, and

(d) cease to be a Member (whether or not the Member is a civil servant) on attaining the age of 70 years or, where a higher age is prescribed by order under section 3A(2) of the Public Service Superannuation (Miscellaneous Provisions) Act 2004 for the purposes of that Act, that age but, where the person is a new entrant (within the meaning of that Act) appointed on or after 1 April 2004, the requirement to cease to be a Member on grounds of age shall not apply.

Appointment of chairperson of Authority

944G. (1) The Minister shall, where the Authority consists of more than one Member, appoint one of the Members to be chairperson and such additional allowance (if any) may be paid by the Authority to the chairperson as the Minister may, with the consent of the Minister for Public Expenditure and Reform, from time to time determine.

(2) The chairperson shall have a casting vote in the case of decisions to be taken by the Authority in the event of a tied vote.

(3) Where a chairperson stands appointed under subsection (1), and is unavailable to perform his or her duties due to absence or incapacity, the Minister shall appoint a person (which may be another existing Member or a member of staff of the Authority) to act as chairperson for the duration of the period of absence or incapacity.

(4) Where the Authority consists of one Member, a reference in this Chapter, or in Schedule 22, to the chairperson shall be construed as a reference to that Member.

(5) The chairperson shall carry on and manage and control generally the staff, administration and business of the Authority.

Resignation, removal, disqualification of Member

944H. (1) A Member may resign from office by letter addressed to the Minister and the resignation shall take effect on the date specified in the letter, or the date on which the Minister receives the letter, whichever is the later.

(2) The Minister may, at any time, remove a Member from office if the Minister is satisfied that—

(a) the Member has become incapable through ill-health of performing his or her functions,

(b) the Member has committed stated misbehaviour, or

(c) the removal of the Member appears to the Minister to be necessary for the effective performance by the Authority of its functions.

(3) If a Member is removed from office in accordance with subsection (2), the Minister shall—

(a) provide the Member with a statement of reasons for the removal, and

(b) ensure that a copy of that statement is laid before each House of the Oireachtas.

(4) A Member shall cease to be qualified for office and shall cease to hold office if he or she—

(a) is adjudicated bankrupt,

(b) makes a composition or arrangement with creditors,

(c) is sentenced by a court of competent jurisdiction to a term of imprisonment,

(d) is convicted of any indictable offence in relation to a company or any other body corporate,

(e) is convicted of an offence involving fraud or dishonesty, whether in connection with a company or not,

(f) has a declaration made against him or her under section 819 or is deemed to be subject to such a declaration by virtue of Chapter 5 of Part 14, or

(g) is, or is deemed to be, the subject of an order under section 160 of the Act of 1990 or a disqualification order within the meaning of Chapter 4 of Part 14.

Acting Member

944I. (1) Where one Member only stands appointed for the time being under section 944F, the Minister may authorise in writing a person (which may be a member of staff of the Authority) to perform the functions of a Member during any period when that Member is absent from duty or absent from the State or is, for any other reason, unable to perform the functions of a Member.

(2) Where a vacancy occurs in the office of Member and no Member stands appointed for the time being under section 944F, the Minister may authorise in writing a person (which may be a member of staff of the Authority) to perform the functions of a Member during the period of that vacancy.

(3) An authorisation under subsection (2) shall not remain in force for a period of more than 6 months unless the Minister is satisfied that it is not practicable for an appointment under section 944F to be made within that period, in which case he or she may extend that period by such further period as he or she is satisfied is a period within which it is practicable for an appointment to be made under that section.

(4) The Minister may at any time terminate an authorisation under this section.

(5) A person in respect of whom an authorisation under this section is in force may perform the functions of a Member under this Act, and, for that purpose, references to a Member in this Chapter (other than in sections 944F(3), 944H(2) and 944L) and in Schedule 22 shall be construed as including references to that person.

Assignment and transfer of staff to Authority

944J. (1) Subject to section 944F(4), every civil servant who, immediately before the establishment day, stands assigned to act as a member of staff of the office of the Director shall, on the establishment day, stand assigned to act as a member of staff of the Authority.

(2) The Minister may, as he or she considers appropriate, designate in writing such and so many persons who stand assigned under subsection (1) to act as members of staff of the Authority to become and be members of staff of the Authority on and from such date as the Minister may specify in the designation (in this section referred to as the 'effective date').

(3) A member of staff designated in accordance with subsection (2) shall become and be a member of staff of the Authority on and from the effective date.

Staff of Authority, etc.

944K. (1) Subject to subsection (3) and section 944F, the Authority may appoint such number of persons to be members of its staff as it may determine.

(2) Subject to subsection (3), the Authority shall determine the grades of members of its staff and the numbers in each grade.

(3) A determination of the Authority under subsection (1) or (2) is subject to the approval of the Minister given with the consent of the Minister for Public Expenditure and Reform.

(4) The Authority may authorise in writing an officer or officers of the Authority to perform, on its behalf, a specified function or functions of the Authority and such officer or officers so authorised may perform such function or functions accordingly.

(5) An officer of the Authority who performs any of its functions is presumed in any proceedings to have been authorised to do so on its behalf, unless the contrary is shown.

(6) Members of the staff of the Authority are civil servants.

(7) The terms and conditions of service of a member of the staff of the Authority shall, with the approval of the Minister given with the consent of the Minister for Public Expenditure and Reform, be such as may be determined from time to time by the Authority.

(8) There shall be paid by the Authority to the members of its staff such remuneration and allowances as, from time to time, the Authority, with the approval of the Minister given with the consent of the Minister for Public Expenditure and Reform, determines.

(9) The Authority is the appropriate authority (within the meaning of the Act of 2004 and the Civil Service Regulation Acts 1956 to 2005) in relation to its staff.

Superannuation of Members

944L. (1) The Minister shall, if he or she considers it appropriate to do so and with the consent of the Minister for Public Expenditure and Reform, make and carry out a scheme or schemes for the granting of superannuation benefits to or in respect of the Members (other than a Member who is a civil servant).

(2) Each superannuation scheme shall fix the terms and conditions of retirement for all persons to or in respect of whom superannuation benefits are payable under the scheme, and different terms and conditions may be fixed in respect of different classes of persons.

(3) A superannuation scheme may be amended or revoked by a subsequent scheme made under this section by the Minister with the consent of the Minister for Public Expenditure and Reform.

(4) The Minister shall not grant, or enter into any arrangement for the provision of, any superannuation benefit to or in respect of a person referred to in subsection (1) except—

(a) in accordance with a superannuation scheme made under this section, or

(b) with the consent of the Minister for Public Expenditure and Reform.

(5) In the case of a dispute as to the claim of any person to, or the amount of, any superannuation benefit payable under a superannuation scheme made under this section—

(a) the dispute shall be submitted to the Minister,

(b) the Minister shall refer the dispute to the Minister for Public Expenditure and Reform for his or her determination of it, and

(c) the decision of the Minister for Public Expenditure and Reform shall be final.

(6) Every superannuation scheme made by the Minister under this section shall be laid before each House of the Oireachtas as soon as may be after it is made and, if a resolution annulling the scheme is passed by either such House within the next 21 days on which that House has sat after the scheme is laid before it, the scheme shall be annulled accordingly, but without prejudice to the validity of anything previously done thereunder.

Secondment to Authority of member of Garda Síochána

944M. (1) This section applies where a member of the Garda Síochána has been seconded to the Authority.

(2) Notwithstanding the secondment, and without prejudice to section 944D(4), the person seconded shall continue to be under the general direction and control of the Commissioner of the Garda Síochána.

(3) For the purposes of this Act and for the purposes outside this Act, the person seconded—

(a) shall continue to be vested with the powers and to be subject to the duties of a member of the Garda Síochána, and

(b) may continue to exercise those powers and perform those duties.

(4) A member of the Garda Síochána seconded to the office of the Director immediately before the establishment day shall, on the establishment day, be seconded to the Authority on the same terms and conditions on which he or she was seconded to that office, and the other provisions of this section shall apply to the member accordingly.

Accountability of Authority to Committee of Public Accounts

944N. (1) The chairperson shall, whenever required in writing to do so by the Committee of Public Accounts, give evidence to that Committee in relation to—

(a) the regularity and propriety of the transactions recorded or required to be recorded in any book or other record of account subject to audit by the Comptroller and Auditor General that the Authority is required by this Act to prepare,

(b) the economy and efficiency of the Authority in the use of its resources,

(c) the systems, procedures and practices employed by the Authority for the purpose of evaluating the effectiveness of its operations, and

(d) any matter affecting the Authority referred to in a special report of the Comptroller and Auditor General under section 11(2) of the Comptroller and Auditor General (Amendment) Act 1993, or in any other report of the Comptroller and Auditor General (in so far as it relates to a matter specified in paragraph (a), (b) or (c)) that is laid before Dáil Éireann.

(2) In the performance of his or her duties under this section, the chairperson shall not question or express an opinion on the merits of any policy of the Government or a Minister of the Government or on the merits of the objectives of such a policy.

Accountability of Member to certain Oireachtas Committees

944O. (1) In this section, 'Committee' means a Committee appointed by either House of the Oireachtas or jointly by both Houses of the Oireachtas (other than the Committee on Public Accounts, the Committee on Members' Interests of Dáil Éireann or the Committee on Members' Interests of Seanad Éireann) or a sub-committee of such a Committee.

(2) Subject to subsection (3), a Member shall, at the request in writing of a Committee, attend before it to give account for the general administration of the Authority.

(3) A Member shall not be required to give account before a Committee for any matter which is or has been or may at a future time be the subject of proceedings before a court or tribunal.

(4) Where a Member is of the opinion that a matter in respect of which he or she is requested to give an account before a Committee is a matter to which subsection (3) applies, he or she shall inform the Committee of that opinion and the reasons for the opinion and, unless the information is conveyed to the Committee at a time when the Member is before it, the information shall be so conveyed in writing.

(5) Where the Member has informed a Committee of his or her opinion in accordance with subsection (4) and the Committee does not withdraw the request referred to in subsection (2) in so far as it relates to a matter the subject of that opinion—

(a) the Member may, on behalf of the Authority, not later than 21 days after being informed by the Committee of its decision not to do so, apply to the High Court in a summary manner for determination of the question whether the matter is one to which subsection (3) applies, or

(b) the Chairperson of the Committee may, on behalf of the Committee, not later than the 21 days referred to in paragraph (a), make such an application,

and the High Court shall determine the matter.

(6) Pending the determination of an application under subsection (5), the Member shall not attend before the Committee to give account for the matter the subject of the application.

(7) If the High Court determines that the matter concerned is one to which subsection (3) applies, the Committee shall withdraw the request referred to in subsection (2), but if the High Court determines that subsection (3) does not apply, the Member shall attend before the Committee and give account for the matter.

(8) In the performance of his or her duties under this section, a Member shall not question or express an opinion on the merits of any policy of the Government or a Minister of the Government or on the merits of the objectives of such a policy.

(9) In this section, a reference to 'Member' shall, where more than one Member has been appointed under section 944F, be taken to be a reference to the chairperson.

Confidentiality of information

944P. (1) No person shall disclose, except in accordance with law, information that—

(a) is obtained in performing the functions of the Authority, and

(b) has not otherwise come to the notice of members of the public.

(2) Without limiting subsection (1), the persons to whom that subsection applies include—

(a) a Member or former Member, or

(b) an officer or former officer of the Authority.

(3) Nothing in subsection (1) shall prevent the disclosure of information by or under the authority of the Authority if, and to the extent that, the Authority considers that the information is required—

(a) for a purpose or reason specified in section 791(a) to (m),

(b) for the performance by a competent authority (as defined in section 792(2)) of a function or functions by that authority, or

(c) for the performance by the Authority of a function or functions of the Authority.

(4) Nothing in subsection (1) shall prevent the disclosure of information to any member of the Garda Síochána if that information, in the opinion of the Authority, may relate to the commission of an offence other than an offence under this Act.

(5) A person who contravenes this section shall be guilty of a category 2 offence.

Disclosure of information to Authority

944Q. (1) Notwithstanding any other law—

(a) the Competition and Consumer Protection Commission,

(b) a member of the Garda Síochána,

(c) an officer of the Revenue Commissioners,

(d) the Insolvency Service of Ireland,

(e) the Irish Takeover Panel,

(f) the Registrar,

(g) the registrar of friendly societies, or

(h) such other authority or other person as may be prescribed,

may disclose to the Authority or an officer of the Authority information to which this subsection applies.

(2) Subsection (1) applies to information that, in the opinion of the Authority or other person referred to in any of paragraphs (a) to

(g) of that subsection disclosing, or seeking to disclose the information—

(a) relates to the commission of an offence under this Act or non-compliance otherwise with this Act or with the duties and obligations to which companies and their officers are subject, or

(b) is information that could materially assist the Authority or an officer of the Authority in investigating—

(i) whether an offence under this Act has been committed or whether there has been non-compliance otherwise with this Act or with the duties and obligations to which companies and their officers are subject, or

(ii) without prejudice to the generality of subparagraph (i), in a case where the making of an application for a disqualification order in relation to a particular person in accordance with section 842(h) is contemplated, whether and to what extent the matters mentioned in section 843(3) apply in the circumstances concerned.

(3) Without prejudice to the generality of subsection (1), an officer of the Revenue Commissioners shall, notwithstanding any other law, be permitted to give or produce evidence relating to taxpayer information (within the meaning of section 851A of the Taxes Consolidation Act 1997) in connection with any proceedings initiated under this Act.

(4) For the avoidance of doubt, the fact that particular circumstances specified in subsection (2)(a) or (b) have been invoked by an authority or other person as the basis for disclosure by it or him or her of information under that subsection shall not prevent the Authority or an officer of the Authority from using the information in relation to other circumstances specified in that subsection.

Restriction of application of certain articles of Data Protection Regulation

944R. (1) Articles 14 (information to be provided where personal data have not been obtained from the data subject) and 15 (right of access by the data subject) of the Data Protection Regulation are restricted, to the extent necessary and proportionate to safeguard the effective performance by the Authority of its functions referred to in subsection (1)(b) and (e) of section 944D, where the performance of those functions give rise to the processing of personal data to which the Data Protection Regulation applies.

(2) In this section, 'Data Protection Regulation' means Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 [1] on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).

Transfer of rights and liabilities, and continuation of leases, licences and permissions granted by office of Director

944S. (1) On the establishment day, all property (other than land) that, immediately before that day, was vested in the Director, shall stand vested in the Authority without any assignment.

[1] OJ No. L119, 4.5.2016, p.1

(2) A chose in action vested in the Authority under subsection (1) may, on and after the establishment day, be sued on, recovered or enforced by the Authority in its own name, and the Authority or the Minister need not give notice of such vesting to any person bound by the chose in action.

(3) On the establishment day, all books, papers and other records that were books, papers and records of the Director immediately before that day shall be books, papers and records of the Authority and shall, accordingly, be transferred to the Authority.

(4) Any contract, agreement or arrangement made between the Director and any other person and in force immediately before the establishment day—

(a) continues in force on or after that day, and

(b) has effect as if the name of the Authority were substituted in the contract, agreement or arrangement for the Director.

(5) If, immediately before the establishment day, any proceedings are pending in any court or tribunal to which the Director is a party, the name of the Authority is substituted in the proceedings, and the proceedings do not abate by reason of the substitution.

(6) Nothing in this Act affects the validity of any act done or in the course of being done before the establishment day by or on behalf of the Director and any such act, if and in so far as it was operative immediately before that day, has effect on and after that day as if it had been done by or on behalf of the Authority.

Annual report

944T. (1) The Authority shall, as soon as practicable but in any event not later than 4 months after the end of each financial year, prepare and submit to the Minister a report on its activities in that year (in this section referred to as the 'annual report'), and the Minister shall, as soon as may be after receiving the annual report, cause copies of the annual report to be laid before each House of the Oireachtas.

(2) Notwithstanding subsection (1), if, but for this subsection, the first annual report would relate to a period of less than 6 months, the first annual report shall relate to that period and to the financial year immediately following that period and shall be made as soon as may be, but not later than 4 months after the end of that year.

(3) An annual report shall include information in such form and regarding such matters as the Minister may direct but nothing in this subsection shall be construed as requiring the Authority to include information the inclusion of which would, in the opinion of the Authority, be likely to prejudice the performance of its functions.

(4) The Authority may from time to time provide the Minister with such information about the performance of its functions as it considers appropriate and shall provide the Minister with advice on any matter relating to those functions, as the Minister may from time to time request (other than information the provision of which would, in the opinion of the Authority, be likely to prejudice the performance of its functions).

(5) The Authority shall arrange for an annual report that has been laid before each House of the Oireachtas in accordance with subsection (1) to be published on the Authority's website as soon as practicable after copies of the report are so laid.

Strategy statement and work programme

944U. (1) (a) The Authority shall, as soon as practicable after the establishment day, and thereafter not earlier than 6 months before and not later than the expiration of each subsequent period of 3 years following the establishment day, prepare and submit to the Minister a strategy statement in respect of the period of 3 years immediately following the year in which the strategy statement is so submitted.

(b) In this section, 'strategy statement' means a statement that—

(i) specifies the key objectives, outputs and related strategies, including use of resources, of the Authority,

(ii) except for the first strategy statement, includes a review of the outcomes and effectiveness of the preceding strategy statement,

(iii) includes any other matters (with the exception of any on-going investigation or prosecution) that the Minister may direct, and

(iv) is prepared in a form and manner that is in accordance with any directions issued from time to time by the Minister.

(2) The Minister shall, as soon as practicable after a strategy statement has been submitted to him or her under subsection (1), cause a copy of it to be laid before each House of the Oireachtas.

(3) The Authority shall ensure that, as soon as practicable after copies of a strategy statement are laid before both Houses of the Oireachtas in accordance with subsection (2), the strategy statement is published on the Authority's website.

(4) When preparing a strategy statement, the Authority may consult such persons as it considers appropriate.

(5) The Authority shall prepare and submit to the Minister, at least one month before the commencement of each financial year, a work programme relating to the discharge of its functions, including—

(a) having regard to the strategy statement, the objectives of the Authority for that year and its strategy for achieving those objectives,

(b) the priorities of the Authority for that year, having regard to those objectives and its available resources, and

(c) any other matters that the Minister may from time to time specify when issuing directions or guidelines under subsection (6).

(6) The Minister may, from time to time, issue directions or guidelines to the Authority concerning the preparation of the work programme and the Authority shall comply with those directions and prepare the work programme in accordance with those guidelines.

Grants to Authority

944V. In each financial year, the Minister may advance to the Authority out of moneys provided by the Oireachtas such sums as the Minister may, with the consent of the Minister for Public Expenditure and Reform, determine.

Liability of Authority for acts or omissions

944W. Neither—

(a) a Member or former Member of the Authority, nor

(b) a present or former officer of the Authority,

is liable for damages for anything done, anything purported to be done or anything omitted to be done by him or her in performing a function under this Act, unless the act or omission is shown to be in bad faith.

Accounts of Authority

944X. (1) The Authority shall—

(a) submit estimates of income and expenditure to the Minister in such form, in respect of such periods and at such times as may be required by the Minister, and

(b) provide the Minister with any information which the Minister may require in relation to such estimates, including proposals and future plans relating to the performance by the Authority of its functions.

(2) The Authority shall keep in such form as may be approved by the Minister with the consent of the Minister for Public Expenditure and Reform all proper and usual accounts of all money received or expended by it and, in particular, shall keep in such form as aforesaid all such special accounts (if any) as the Minister may, with the consent of the Minister for Public Expenditure and Reform, from time to time direct.

(3) The Authority shall, whenever so requested by the Minister, permit any person appointed by the Minister to examine the books or other records of account of the Authority in respect of any financial year or other period and shall facilitate any such examination, and the Authority shall pay such fee for the examination as may be fixed by the Minister.

(4) Accounts kept in accordance with this section shall be submitted, not later than 1 April in the year immediately following the financial year to which they relate or on such earlier date as the Minister may, from time to time, specify, to the Comptroller and Auditor General for audit and, immediately after the audit, a copy of the accounts, and of such other accounts (if any) as the Minister, after consultation with the Minister for Public Expenditure and Reform, may direct and a copy of the Comptroller and Auditor General's report on the accounts shall be presented to the Minister who shall, as soon as may be after they are so presented, cause copies thereof to be laid before each House of the Oireachtas.

Final annual report of Director

944Y. (1) The Authority shall prepare a final annual report for the Director.

(2) Section 944T shall apply, with all necessary modifications, in relation to an annual report prepared under this section.

Chapter 3B

Investigation of director or former director of public-interest entity to find whether such director has engaged in certain prohibited conduct, etc.

Definitions (sections 944Z to 944AH)

944Z. (1) In this section and sections 944AA to 944AH—

'court' means the High Court;

'monetary sanction', in relation to a relevant director, means the monetary sanction referred to in section 944AB(2)(c);

'public notice of relevant sanction imposed', in relation to a relevant director, means the publication in accordance with section 944AE(1) of the relevant director's particulars referred to in that section together with the other related particulars referred to in that section;

'relevant contravention' has the meaning assigned to it by section 900;

'relevant decision', in relation to a relevant director, means—

(a) a decision under section 944AA(2) that the director has engaged in conduct giving rise (whether in whole or in part) to a relevant contravention,

(b) if, in consequence of a decision referred to in paragraph (a), the Authority decides under section 944AA(2) to impose a relevant sanction on the relevant director, the decision to impose that sanction, or

(c) both such decisions;

'relevant director' has the meaning assigned to it by section 900;

'relevant sanction', in relation to a relevant director, means a sanction referred to in section 944AB(2);

'section 944AD agreement' shall be read in accordance with section 944AD(1);

'Supervisory Authority' has the meaning assigned to it by section 900.

Provisions applicable where Authority receives particulars, etc., from Supervisory Authority concerning relevant contravention and relevant director

944AA. (1) This section applies where—

(a) the Authority has received from the Supervisory Authority particulars referred to in section 936A(2) and (where applicable) information and documents and assistance referred to in section 936A(3), and

(b) in consequence thereof, the Authority has investigated under Part 13 a relevant director in order to find whether or not the

relevant director has engaged in conduct giving rise (whether in whole or in part) to a relevant contravention.

(2) Subject to section 944AH(3) and (4), where the Authority finds that a relevant director has engaged in conduct giving rise (whether in whole or in part) to the relevant contravention, the Authority may impose such relevant sanction on the relevant director as the Authority considers appropriate after having regard to the circumstances referred to in section 944AC(2).

(3) Subject to subsection (4), the relevant director the subject of a relevant decision may appeal to the court against the decision.

(4) An appeal under subsection (3) shall be brought within 3 months after the date on which the relevant director was notified of the relevant decision by the Authority.

(5) A finding or relevant decision of the Authority under this section is not a bar to any civil or criminal proceedings against the relevant director who is the subject of the finding or relevant decision.

(6) Subject to subsection (7), the Corporate Enforcement Authority shall, as soon as practicable after imposing under this section a relevant sanction on a relevant director, give particulars of the relevant director and of the sanction imposed to the Supervisory Authority.

(7) The Corporate Enforcement Authority shall immediately communicate to the Supervisory Authority particulars of any direction given by the Authority under section 944AB(2)(b).

Sanctions which Authority may impose on relevant director for certain conduct

944AB. (1) This section applies to a relevant director the subject of a decision under section 944AA(2) that the director has engaged in conduct giving rise (whether in whole or in part) to a relevant contravention.

(2) Subject to section 944AC, the Authority may impose on the relevant director one or more of the following sanctions in relation to the relevant contravention:

(a) a direction to the relevant director that he or she cease the conduct giving rise (whether in whole or in part) to the contravention and abstain from any repetition of that conduct;

(b) a direction to the relevant director prohibiting the director, for the period specified in the direction (being a period of not more than 3 years' duration), from performing functions in audit firms or public-interest entities;

(c) subject to section 944AF, a direction to the director to pay an amount, as specified in the direction but not exceeding €100,000, to the Authority.

(3) In default of payment of an amount referred to in subsection (2)(c), the Authority may recover that amount as a simple contract debt in any court of competent jurisdiction.

Relevant circumstances to be considered in imposing relevant sanctions on relevant director

944AC. (1) This section applies to a relevant director the subject of a decision under section 944AA(2) that the director has engaged in conduct giving rise (whether in whole or in part) to a relevant contravention.

(2) In imposing a relevant sanction on a relevant director, the Authority shall consider the following circumstances:

(a) the gravity and duration of the relevant contravention;

(b) the degree of responsibility of the relevant director;

(c) the financial strength of the relevant director (including the annual income of the director);

(d) the amount of profits gained or losses avoided by the relevant director in consequence of the contravention, in so far as they can be determined;

(e) the level of cooperation of the relevant director with the Supervisory Authority or Corporate Enforcement Authority, or both;

(f) previous impositions of relevant sanctions on the relevant director (including relevant sanctions within the meaning of section 957AA as in force before the commencement of *section 3* of the *Companies (Corporate Enforcement Authority) Act 2021*).

Resolution of suspected certain conduct by agreement - relevant director

944AD. (1) Subject to subsection (2), if the Authority believes on reasonable grounds that a relevant director has engaged in conduct (in this section referred to as the 'relevant conduct') giving rise (whether in whole or in part) to a relevant contravention referred to in section 936A(1), the Authority and the relevant director may, at their absolute discretion, enter into an agreement (in this section referred to as a 'section 944AD agreement') to resolve the matters relating to such conduct.

(2) The following provisions shall apply to the section 944AD agreement:

(a) the agreement may be entered into notwithstanding that no investigation under Part 13 into the relevant conduct has been commenced;

(b) the agreement may be entered into after an investigation under Part 13 into the relevant conduct has been commenced but, subject to paragraph (d), not after it has been completed;

(c) without prejudice to the generality of the terms of the agreement, such terms may include terms under which the relevant director accepts the imposition of one or more relevant sanctions that may be imposed;

(d) the agreement may be entered into after an investigation under Part 13 has been undertaken and carried out only to the extent to determine which sanctions (if any) referred to in paragraph (c) to impose on the relevant director;

(e) the terms of the agreement are binding on the Authority and the relevant director.

(3) Subject to subsection (6), the provisions of sections 944AB, 944AC, 944AE, 944AF and 944AG shall apply, with any necessary modifications, to any relevant sanctions imposed on a relevant director pursuant to a section 944AD agreement as those sections apply to any relevant sanctions imposed on a relevant director otherwise than pursuant to a section 944AD agreement.

(4) Subject to subsection (5), where the relevant director with whom the Authority has entered into the section 944AD agreement fails to comply with one or more of the terms of the agreement, the Authority may apply to the court for an order compelling that relevant director to comply with those terms.

(5) In default of payment, any amount agreed to be paid to the Authority by the relevant director under the section 944AD agreement may be recovered by the Authority from the relevant director as a simple contract debt in any court of competent jurisdiction.

(6) The necessary modifications referred to in subsection (3), in so far as section 944AE is concerned, include reading that section as if—

(a) the following subsection were substituted for subsection (1) of that section:

'(1) Subject to subsection (3), the Authority shall, in so far as a relevant decision imposes a relevant sanction on a relevant director, as soon as practicable, publish on its website particulars of the relevant contravention to which the relevant sanction relates, particulars of the relevant conduct, particulars of the relevant sanction imposed and particulars of the relevant director on whom the relevant sanction was imposed.',

(b) subsections (2) and (4) of that section were deleted, and

(c) in subsection (5) of that section, the reference to 'or (2)' were deleted.

(7) Section 944AH shall be disregarded for the purposes of a section 944AD agreement.

Publication of relevant sanction imposed on relevant director

944AE. (1) Subject to subsections (2) and (3), the Authority shall, in so far as a relevant decision imposes a relevant sanction on a relevant director, as soon as practicable after—

(a) that decision has been confirmed by the court as referred to in section 944AH(4), or

(b) a decision of the court under section 944AH(2)(b) has been made to impose a different relevant sanction on the relevant director,

publish on its website particulars of the relevant contravention to which the relevant sanction relates, particulars of the relevant conduct, particulars of the relevant sanction imposed and particulars of the relevant director on whom the relevant sanction was imposed.

(2) Subject to subsection (4), if there is an appeal to the court from a confirmation referred to in subsection (1)(a), or a decision

referred to in subsection (1)(b), the Authority shall, as soon as practicable, as it considers appropriate, publish particulars on its website of the status or outcome of the appeal.

(3) The Authority shall publish the particulars, comprising a public notice of a relevant sanction imposed, on an anonymous basis on the Authority's website in any one or more of the following circumstances:

(a) the Authority, following an assessment of the proportionality of the publication of those particulars in accordance with subsection (1) in so far as personal data are concerned, is of the opinion that, in relation to the relevant sanction imposed on the relevant director, such publication would be disproportionate;

(b) the Authority is of the opinion that the publication of those particulars in accordance with subsection (1) would jeopardise the stability of financial markets or an ongoing criminal investigation;

(c) the Authority is of the opinion that the publication of those particulars in accordance with subsection (1) would cause disproportionate damage to the relevant director.

(4) Subsection (2) shall not apply in any case where subsection (3) applies.

(5) The Authority shall ensure that particulars published on its website in accordance with subsection (1) or (2) remain on its website for at least 5 years.

(6) The Corporate Enforcement Authority shall, as soon as practicable after publishing a public notice of a relevant sanction imposed in relation to a relevant director, give particulars of the relevant director and of the relevant sanction imposed to the Supervisory Authority.

Limitations on imposing monetary sanctions on relevant director

944AF. (1) If the Authority decides to impose a monetary sanction on a relevant director, the Authority shall not impose an amount that would be likely to cause the relevant director to be adjudicated bankrupt.

(2) If the conduct engaged in by the relevant director has given rise (whether in whole or in part) to 2 or more relevant contraventions, the Authority shall not impose more than one monetary sanction on the relevant director in respect of the same conduct.

Relevant director not to be liable to be penalised twice for same conduct

944AG. (1) If the Authority imposes a monetary sanction on a relevant director and the conduct engaged in by the relevant director that has given rise (whether in whole or in part) to the relevant contravention is an offence under the law of the State, the relevant director shall not be liable to be prosecuted or punished for the offence under that law.

(2) The Authority shall not impose a monetary sanction on a relevant director if—

(a) the relevant director has been charged with having committed an offence under a law of the State and has either been found guilty or not guilty of having committed the offence, and

(b) the offence involves the conduct engaged in by the relevant director that has given rise (whether in whole or in part) to the relevant contravention.

Appeals to and orders of court, including orders confirming decisions of Authority

944AH. (1) In an appeal under section 944AA(3), the court may consider any evidence adduced or argument made, whether or not adduced or made to the Authority.

(2) On the hearing of such an appeal, the court may make any order or give any direction it thinks fit, including an order—

(a) confirming the decision under appeal, or

(b) modifying or annulling that decision.

(3) A relevant decision, in so far as it relates to the imposition of a relevant sanction on a relevant director, does not take effect until that decision is confirmed by the court either—

(a) on appeal under section 944AA(3), or

(b) on application by the Authority under subsection (4).

(4) On application by motion on notice by the Authority for an order confirming a decision referred to in subsection (3), the court may make an order confirming the decision or may refuse to make such an order.

(5) On an application under section 944AD(4) for an order compelling compliance with a section 944AD agreement, the court may make any order or give any direction as it thinks fit.".

Amendment of Principal Act - insertion of Schedule 22

11. The Principal Act is amended by the insertion of the text set out in F1**[***Schedule 1***]** as Schedule 22 to that Act.

Amendment of Principal Act in relation to references to Director

12. (1) Each provision of the Principal Act specified in *column (2)*, opposite a reference number specified in *column (1)*, is amended by the substitution of the words specified in *column (4)*, opposite that reference number, for the words specified in *column (3)* opposite that reference number.

(2) In *subsection (1)*, a reference to a column is a reference to a column in the table set out in *Schedule 2* .

Savings

13. Nothing in this Part or *Schedule 1* or *2* affects the validity of any act done before the establishment day (within the meaning of section 944A of the Principal Act) by or under the authority of the Director of Corporate Enforcement and every such act shall, if and in so far as it was operative immediately before that day, have effect on and after that day as if it had been done by or on behalf of the Corporate Enforcement Authority.

PART 3

Amendment of Principal Act - Share Capital

Amendment of section 71 of Principal Act

14. Section 71 of the Principal Act is amended—

(a) in subsection (5), by the insertion of "subsection (5A) and" after "Subject to", and

(b) by the insertion of the following subsection after subsection (5):

"(5A) The share premium account may be applied by the company—

(a) in writing off—

(i) the preliminary expenses of the company, or

(ii) the expenses of, or the commission paid on, any issue of shares or debentures of the company,

or

(b) in providing for the premium payable on redemption of any redeemable preference shares issued by the company before 1 July 1991 or of any debentures of the company issued by a company before 1 June 2015.".

Amendment of section 82 of Principal Act

15. Section 82 of the Principal Act is amended, in subsection (6)(n), by the deletion of "to intermediaries,".

Amendment of section 91 of Principal Act

16. Section 91 of the Principal Act is amended—

(a) in subsection (1), by the deletion of "(with the result that its company capital is thereby re-organised)",

(b) by the substitution of the following subsection for subsection (4):

"(4) A transaction to which subsection (1) applies shall not be undertaken unless—

(a) it is approved by the relevant company by employing the Summary Approval Procedure,

(b) it is approved by special resolution passed by the relevant company that is confirmed by the court under section 85 as if that resolution were providing for a reduction of the company's company capital (and the provisions of sections 84 to 87 shall apply accordingly with the necessary modifications), or

(c) the relevant company has distributable reserves at least equivalent to the value (as stated in, or ascertainable from, the accounting records of the relevant company immediately before the transfer or disposal concerned) of the transferred or disposed assets and deducts an amount, equivalent to the value of the transferred or disposed assets, from those reserves.",

and

(c) in subsection (5), by the insertion of "referred to in subsection (4)(a) or (b)" after "such a transaction".

Amendment of section 106 of Principal Act

17. Section 106 of the Principal Act is amended, in subsection (1), by the substitution of "section 102(1)(a) or (g)" for "section 102(1)(a)".

Amendment of section 109 of Principal Act

18. Section 109 of the Principal Act is amended, in subsection (2)—

(a) in paragraph (b), by the substitution of "behalf;" for "behalf.", and

(b) by the insertion of the following paragraph after paragraph (b):

"(c) shares previously issued by a successor company, and held by a transferor company, which are acquired by a successor company pursuant to section 480 or 503.".

Amendment of section 123 of Principal Act

19. Section 123 of the Principal Act is amended, in subsection (1)—

(a) in paragraph (d), by the deletion of "and",

(b) in paragraph (e), by the substitution of "up; and" for "up.", and

(c) by the insertion of the following paragraph after paragraph (e):

"(f) the reduction of share capital—

(i) by paying off paid up share capital (effected in accordance with section 84 in the case of a company limited by shares), or

(ii) by extinguishing or reducing all or part of a member's liability on shares not fully paid up (effected in accordance with section 84 in the case of a company limited by shares).".

Amendment of section 480 of Principal Act

20. Section 480 of the Principal Act is amended, in subsection (3), by the insertion of the following paragraph after paragraph (a):

"(aa) any fully paid shares previously issued by a successor company, and held by a transferor company, and which are acquired by that successor company in itself pursuant to a merger under this Chapter, shall be deemed to be treasury shares held by the successor company concerned to which section 109 applies;".

Amendment of section 503 of Principal Act

21. Section 503 of the Principal Act is amended, in subsection (4)—

(a) in paragraph (h), by the substitution of "company;" for "company; and",

(b) in paragraph (i), by the substitution of "companies; and" for "companies.", and

(c) by the insertion of the following paragraph after paragraph (i):

"(j) any fully paid shares previously issued by a successor company, and held by a transferor company, and which are acquired by a successor company in itself pursuant to a division under this Chapter, shall be deemed to be treasury shares held by the successor company concerned to which section 109 applies.".

Amendment of section 1043 of Principal Act

22. Section 1043 of the Principal Act is amended, in subsection (1)(c), by the deletion of "to intermediaries,".

Amendment of section 1045 of Principal Act

23. Section 1045 of the Principal Act is amended by—

(a) renumbering that section as section 1045(1), and

(b) the insertion of the following subsection after such subsection:

"(2) Save where the constitution of the company provides otherwise, the directors of the company may decline to register—

(a) the transfer of a share (not being a fully paid share) to a person of whom they do not approve,

(b) the transfer of a share on which the company has a lien, or

(c) the transfer of a share which, in their opinion, may—

(i) imperil or prejudicially affect the status of the company in the State,

(ii) imperil any tax relief or rebate to which the members of the company are entitled, or

(iii) involve the company in the payment of any additional stamp duty or other duty on any conveyance of any property made, or to be made, to the company.".

Amendment of section 1087A of Principal Act

24. Section 1087A of the Principal Act is amended by the substitution of the following definition for the definition of "relevant securities":

" 'relevant securities' means securities that are—

(a) issued by a relevant issuer, and

(b) registered in the name of—

(i) a central securities depository, or

(ii) a body as may from time to time be nominated by a central securities depository to hold securities represented in that depository's securities settlement system;".

Amendment of section 1230 of Principal Act

25. Section 1230 of the Principal Act is amended, in the Table to that section—

(a) in Part 1, by the insertion of the following:

"Acquisition of own shares Supplemental provisions in relation to section 105 after the following:	Section 105(2) and (3) Section 106(4)"
"Variation in capital	Chapter 4 of Part 3 (other than sections 83, 89, 90, 92 and 93)",

and

(b) in Part 2, by the insertion of the following:

"Acquisition of own shares Supplemental provisions in relation to section 105 after the following:	Section 105(2) and (3) Section 106(4)"
"Variation in capital	Chapter 4 of Part 3 (other than sections 83, 89, 90, 92 and 93)".

PART 4

Amendment of Principal Act - Corporate Governance

Amendment of section 131 of Principal Act

26. Section 131 of the Principal Act is amended, in subsection (2), by the insertion of "or secretary" after "director".

Amendment of section 151 of Principal Act

27. Section 151 of the Principal Act is amended—

(a) in subsection (1), by the substitution of "A company" for "Subject to subsection (5), a company", and

(b) by the deletion of subsection (5).

Amendment of section 184 of Principal Act

28. Section 184 of the Principal Act is amended by the substitution of ", vote and to demand or join in demanding a poll" for "and vote".

Amendment of section 930 of Principal Act

29. Section 930 of the Principal Act is amended, in subsection (2), by the deletion of paragraph (f).

Disapplication of section 181(5)(d) in respect of certain CLGs

30. The Principal Act is amended by the insertion of the following section after section 1204:

"1204A. Section 181(5)(d) shall not apply to a CLG where the CLG's constitution does not permit its members to appoint proxies.".

PART 5

Amendment of Principal Act - Miscellaneous

Amendment of section 198 of Principal Act

31. Section 198 of the Principal Act is amended, in subsection (4)(f), by the insertion of "or 586(2)" after "section 580".

Amendment of section 633 of Principal Act

32. Section 633 of the Principal Act is amended by the insertion of the following subsections after subsection (3):

"(3A) The Authority may, by notice in writing given to a person standing to be qualified for appointment, or who is so qualified, as liquidator, request the person to provide the Authority, within 28 days of the receipt by the person of the notice, with such evidence specified in the notice as the Authority may require, to prove to the Authority that the person complies with the requirements of the Table to this section.

(3B) Any person who, without just cause, fails to comply with a request under subsection (3A) shall be guilty of a category 4 offence.".

Amendment of section 681 of Principal Act

33. Section 681 of the Principal Act is amended, in subsection (3)(b), by the substitution of "other" for "greater".

Amendment of section 819 of Principal Act

34. Section 819 of the Principal Act is amended by the substitution of the following subsection for subsection (1):

"(1) On the application of a person referred to in section 820(1) and subject to subsection (2), the court shall declare that a person who was a director of—

(a) an insolvent company,

(b) an insolvent company who failed to convene a general meeting of shareholders for the purpose of nominating a named liquidator,

(c) an insolvent company at such a general meeting who fails to table a notice to nominate such liquidator, or

(d) an insolvent company who has failed to provide the required notice to employees of the company in the winding up of the company,

shall not, for a period of 5 years, be appointed or act in any way, directly or indirectly, as a director or secretary of a company, or be concerned in or take part in the formation or promotion of a

company, unless the company meets the requirements set out in subsection (3).".

Cases in which director must supply certain data

35. The Principal Act is amended by the insertion of the following section after section 888:

"**888A.** (1) On and after the commencement of *section 35* of the *Companies (Corporate Enforcement Authority) Act 2021* and notwithstanding section 262(9) of the Social Welfare Consolidation Act 2005, a director shall include his or her personal public service number (or, in any case where the director does not have a personal public service number, such other information concerning the identity of the director as stands determined by the Registrar for the purposes of this section) in—

(a) an application made under this Act by him or her to incorporate a company,

(b) an annual return made under this Act by a company of which he or she is a director, and

(c) a notice of change of directors or secretaries made under this Act by a company of which he or she is a director.

(2) Any person who, without just cause, fails to comply with subsection (1) shall be guilty of a category 4 offence.

(3) In this section, 'personal public service number', in relation to a director, means the number that has been issued to the director in accordance with section 262(2) of the Social Welfare Consolidation Act 2005.".

PART 6

Consequential Amendment to Irish Collective Asset-management Vehicles Act 2015

Corporate Enforcement Authority

36. The Irish Collective Asset-management Vehicles Act 2015 is amended by the substitution of the following section for section 192:

"**192.** (1) Sections 944P, 944Q and 944W of the Companies Act 2014 have effect as if references in those sections to that Act included this Act.

(2) Without prejudice to the generality of subsection (1), and in addition to the functions under section 944D of the Companies Act 2014, the Corporate Enforcement Authority may perform the functions conferred on the Corporate Enforcement Authority by this Act and do such acts or things as are necessary or expedient in the performance of those functions.".

SCHEDULE 1

INSERTION OF SCHEDULE 22 TO PRINCIPAL ACT

"Schedule 22

Section 944C

Corporate Enforcement Authority

1. The Authority shall be a body corporate with perpetual succession and an official seal and shall have power to sue, and may be sued, in its corporate name and shall, with the consent of the Minister and the Minister for Public Expenditure and Reform, have the power to acquire, hold and dispose of land or an interest in land, and shall have the power to acquire, hold and dispose of any other property.

2. The seal of the Authority shall be authenticated by the signatures of—

(a) a Member, and

(b) a member of staff of the Authority authorised by the Authority for that purpose.

3. Judicial notice shall be taken of the seal of the Authority and any document purporting to be an instrument made by, and to be sealed with the seal of, the Authority shall, unless the contrary is proved, be received in evidence and be deemed to be such instrument without further proof.

4. Any contract or instrument which, if entered into or executed by an individual, would not require to be under seal may be entered into or executed on behalf of the Authority by any person generally or specially authorised by the Authority in that behalf.

5. (1) Where a Member is—

(a) nominated as a member of Seanad Éireann,

(b) elected as a member of either House of the Oireachtas or to be a member of the European Parliament,

(c) regarded pursuant to Part XIII of the Second Schedule to the European Parliament Elections Act 1997 as having been elected to that Parliament, or

(d) is elected or co-opted as a member of a local authority,

he or she shall thereupon cease to be a Member of the Authority.

(2) A person who is for the time being—

(a) entitled under the Standing Orders of either House of the Oireachtas to sit therein,

(b) a member of the European Parliament, or

(c) entitled under the standing orders of a local authority to sit as a member thereof,

shall, while he or she is so entitled as mentioned in clause (a) or (c) or is such a member as mentioned in clause (b), be disqualified for membership of the Authority or for employment in any capacity by the Authority.".

SCHEDULE 2

AMENDMENT OF PRINCIPAL ACT IN RELATION TO REFERENCES TO DIRECTOR OF CORPORATE ENFORCEMENT

Section 12

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
1	section 133(1)	Director of Corporate Enforcement has reason to believe that a director or secretary of a company is an undischarged bankrupt, the Director of Corporate Enforcement	Authority has reason to believe that a director or secretary of a company is an undischarged bankrupt, the Authority
2	section 133(2)	Director	Authority
3	section 133(3)	Director of Corporate Enforcement	Authority
4	section 133(4)	Director of Corporate Enforcement	Authority
5	section 166(5)	Director of Corporate Enforcement, produce to the Director for inspection the book or books kept in accordance with subsection (1) by it and shall give to the Director of Corporate Enforcement such facilities for inspecting and taking copies of the contents of the book or books as the Director	Authority, produce to the Authority for inspection the book or books kept in accordance with subsection (1) by it and shall give to the Authority such facilities for inspecting and taking copies of the contents of the book or books as the Authority
6	section 175(5)	Director of Corporate Enforcement may, on the application of any member of the company, call or direct the calling of a general meeting of the company and give such ancillary or consequential directions as the Director of Corporate Enforcement	Authority may, on the application of any member of the company, call or direct the calling of a general meeting of the company and give such ancillary or consequential directions as the Authority
7	section 175(7)	Director of Corporate Enforcement	Authority
8	section 175(10)	Director of Corporate Enforcement	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
9	section 199(5)	Director of Corporate Enforcement, produce to the Director for inspection the book or books kept in accordance with subsection (1) by it and shall give the Director of Corporate Enforcement such facilities for inspecting and taking copies of the contents of the book or books as the Director	Authority, produce to the Authority for inspection the book or books kept in accordance with subsection (1) by it and shall give the Authority such facilities for inspecting and taking copies of the contents of the book or books as the Authority
10	section 210(1)(b)	Director of Corporate Enforcement	Authority
11	section 231(8)	Director of Corporate Enforcement, produce to the Director for inspection the book kept by it in accordance with subsection (6) and shall give the Director such facilities for inspecting and taking copies of the contents of the book as the Director	Authority, produce to the Authority for inspection the book kept by it in accordance with subsection (6) and shall give the Authority such facilities for inspecting and taking copies of the contents of the book as the Authority
12	section 253(6)	Director of Corporate Enforcement	Authority
13	section 288(10)(c)	Director	Authority
14	section 312(9)	Director, produce to the Director for inspection the register kept by it in accordance with subsection (1) and shall give the Director such facilities for inspecting and taking copies of the contents of the register as the Director	Authority, produce to the Authority for inspection the register kept by it in accordance with subsection (1) and shall give the Authority such facilities for inspecting and taking copies of the contents of the register as the Authority
15	section 335(5)	Director of Corporate Enforcement	Authority
16	section 335(5)(a)	Director	Authority
17	section 335(5)(b)	Director such information, as the Director	Authority such information, as the Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
18	section 381(1)(c)	Director of Corporate Enforcement pursuant to section 385, may be fixed by the Director of Corporate Enforcement or, to the extent, and in the circumstances, that the Director of Corporate Enforcement	Authority pursuant to section 385, may be fixed by the Authority or, to the extent, and in the circumstances, that the Authority
19	section 385(1)	Director of Corporate Enforcement	Authority
20	section 385(2)(a)	Director of Corporate Enforcement's power under subsection (1) becomes exercisable in relation to the company, give the Director of Corporate Enforcement	Authority's power under subsection (1) becomes exercisable in relation to the company, give the Authority
21	section 392(1)(b)	Director	Authority
22	section 392(4)	by the Director	by the Authority
23	section 392(4)(a)	Director	Authority
24	section 392(4)(b)	Director	Authority
25	section 392(4)	as the Director	as the Authority
26	section 392(5)	Director	Authority
27	section 393(1)	Director and provide the Director	Authority and provide the Authority
28	section 393(2)	Director of any matter pursuant to subsection (1), they shall, in addition to performing their obligations under that subsection, if requested by the Director	Authority of any matter pursuant to subsection (1), they shall, in addition to performing their obligations under that subsection, if requested by the Authority
29	section 393(2)(a)	Director with such further information in their possession or control relating to the matter as the Director	Authority with such further information in their possession or control relating to the matter as the Authority
30	section 393(2)(b)	Director such access to books and documents in their possession or control relating to the matter as the Director	Authority such access to books and documents in their possession or control relating to the matter as the Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
31	section 393(2)(c)	Director such access to facilities for the taking of copies of or extracts from those books and documents as the Director	Authority such access to facilities for the taking of copies of or extracts from those books and documents as the Authority
32	section 393(3)	Director	Authority
33	section 430(4)	Director of Corporate Enforcement	Authority
34	section 430(9)	Director of Corporate Enforcement	Authority
35	section 446(1)	Director of Corporate Enforcement, where he or she	Authority, where it
36	section 446(2)	Director	Authority
37	section 446(3)(a)	Director of Corporate Enforcement	Authority
38	section 446(3)(c)	Director of Corporate Enforcement	Authority
39	section 447(3)	Director of Corporate Enforcement	Authority
40	section 447(4)	subsection (3) to the Director of Corporate Enforcement	subsection (3) to the Authority
41	section 447(4)(a)	Director of Corporate Enforcement such information, relating to the matter in question, as he or she	Authority, such information, relating to the matter in question, as it
42	section 474(4)(b)	him or her such access to, and facilities for, inspecting and taking copies of such documents, being documents in the possession or under the control of the receiver and relating to the matter in question, as he or she	it such access to, and facilities for inspecting and taking copies of such documents, being documents in the possession or under the control of the receiver and relating to the matter in question, as it
43	section 447(5)(b)	Director of Corporate Enforcement	Authority
44	section 447(5)	Director of Corporate Enforcement considers	Authority considers
45	section 447(8)	Director of Corporate Enforcement	Authority
46	section 448(1)	Director of Corporate Enforcement	Authority
47	section 533(8)(g)	Director of Corporate Enforcement	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
48	section 534(6)(b)	Director of Corporate Enforcement	Authority
49	section 553(3)(c)	Director of Corporate Enforcement	Authority
50	section 558(1)	Director of Corporate Enforcement	Authority
51	section 567(2)	Director's	Authority's
52	section 567(3)	Director	Authority
53	section 567(5)	Director pursuant to subsection (3) shall not be made in favour of the Director	Authority pursuant to subsection (3) shall not be made in favour of the Authority
54	section 567(6)	Director	Authority
55	section 567(7)	Director	Authority
56	section 569(1)(g)	Director	Authority
57	section 571(4)	Director	Authority
58	section 592(3)	Director	Authority
59	section 612(2)	Director	Authority
60	section 631(1)(c)	Director	Authority
61	the Table to section 633, paragraph 5(ii)	Director	Authority
62	section 634(6)(a)(ii)	Director	Corporate Enforcement Authority
63	section 635(5)(a)(ii)	Director	Corporate Enforcement Authority
64	section 638(1)	Director	Authority
65	section 641(2)	Director	Authority
66	section 643(6)	Director	Authority
67	section 643(9)	Director	Authority
68	section 644(2)(ii)	Director of Corporate Enforcement	Authority
69	section 652(3)	Director	Authority
70	section 653(2)	Director	Authority
71	section 653(3)	Director may	Authority may
72	section 653(3)(a)	his or her	its
73	section 653(3)(b)	Director	Authority
74	section 653(3)	Director the books	Authority the books

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
75	section 653(5)(a)	Director	Authority
76	section 653(5)(b)	Director	Authority
77	section 653(5)(c)	Director	Authority
78	section 653(6)	Director	Authority
79	section 653(8)(c)	Director	Authority
80	section 653(8)(d)	Director	Authority
81	section 670	Director	Authority
82	section 671(1)(b)	Director	Authority
83	section 672(1)	Director	Authority
84	section 672(2)	Director	Authority
85	section 672(4)	Director except in respect of the Director's	Authority except in respect of the Authority's
86	section 675(2)(b)	Director	Authority
87	section 679(1)	Director	Authority
88	section 679(2)	Director, or his or her	Authority, or its
89	section 682(2)	Director thereafter, provide to the Director	Authority thereafter, provide to the Authority
90	section 682(3)	The Director may	The Authority may
91	section 682(3)(a)	Director	Authority
92	section 682(3)(b)	Director for the purpose of the Director's appraisal of such a report or the Director's examination of any fact or allegation contained in it or which comes to the Director's knowledge by reason of an answer given under paragraph (a) or otherwise through the Director's	Authority for the purpose of the Authority's appraisal of such a report or the Authority's examination of any fact or allegation contained in it or which comes to the Authority's knowledge by reason of an answer given under paragraph (a) or otherwise through the Authority's
93	section 682(4)	Director's powers under subsection (3) are in addition to the powers of the Director	Authority's powers under subsection (3) are in addition to the powers of the Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
94	section 683(3)(a)	Director has relieved the liquidator of the obligation to make the application under section 819(1) in relation to the winding up concerned or a particular director or directors (which power to so relieve is conferred on the Director	Authority has relieved the liquidator of the obligation to make the application under section 819(1) in relation to the winding up concerned or a particular director or directors (which power to so relieve is conferred on the Authority
95	section 683(3)(b)	Director	Authority
96	section 683(4)(a)	Director has notified the liquidator that the Director	Authority has notified the liquidator that the Authority
97	section 683(4)(b)	Director	Authority
98	section 686(b)	Director of Corporate Enforcement	Authority
99	section 688(1)	Director	Authority
100	section 723(3)	Director of Corporate Enforcement	Authority
101	section 723(4)(a)	Director of Corporate Enforcement such information, relating to the matter in question, as he or she	Authority such information, relating to the matter in question, as it
102	section 723(4)(b)	give to him or her such access to, and facilities for inspecting and taking copies of, such documents (being documents in the possession or under the control of the liquidator and relating to the matter in question) as he or she	give to the Authority such access to, and facilities for inspecting and taking copies of, such documents (being documents in the possession or under the control of the liquidator and relating to the matter in question) as the Authority
103	section 723(7)	Director of Corporate Enforcement	Authority
104	section 723(8)	Director of Corporate Enforcement, the liquidator	Authority, the liquidator
105	section 723(8)(a)	Director of Corporate Enforcement such information, relating to the matter in question, as he or she	Authority such information, relating to the matter in question, as it

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
106	section 723(8)(b)	him or her such access to, and facilities for inspecting and taking copies of, such documents (being documents in the possession or under the control of the liquidator and relating to the matter in question) as he or she	the Authority such access to, and facilities for inspecting and taking copies of, such documents (being documents in the possession or under the control of the liquidator and relating to the matter in question) as the Authority
107	section 723(9)(b)	Director of Corporate Enforcement	Authority
108	section 724(1)(b)	Director of Corporate Enforcement	Authority
109	section 724(1)	Director of Corporate Enforcement considers	Authority considers
110	section 724(4)	Director of Corporate Enforcement	Authority
111	section 735(1)	Director may, by notice to the directors of the company, require those persons to produce to the Director	Authority may, by notice to the directors of the company, require those persons to produce to the Authority
112	section 735(2)	Director	Authority
113	section 735(3)(c)(iv)	Director	Authority
114	section 735(4)	Director	Authority
115	section 747(5)	Director, and the Director	Authority, and the Authority
116	section 748(1)	Director	Authority
117	section 748(3)	Director	Authority
118	section 751(1)	Director, the court may make an order for the inspection by the Director	Authority, the court may make an order for the inspection by the Authority
119	section 751(2)(a)	Director such access to the books or documents and facilities as are necessary for inspecting or taking copies of the books or documents as the Director	Authority such access to the books or documents and facilities as are necessary for inspecting or taking copies of the books or documents as the Authority
120	section 751(2)(b)	Director as it or he and she is reasonably able to give in connection with the Director's	Authority as it or he and she is reasonably able to give in connection with the Authority's
121	section 759(1)	Director	Authority
122	section 759(2)(b)(iv)	Director	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
123	section 761	Director may present a petition for the winding up of a body corporate on the ground that it is just and equitable to do so if the Director	Authority may present a petition for the winding up of a body corporate on the ground that it is just and equitable to do so if the Authority
124	section 761(b)	Director by virtue of the performance by him or her	Authority by virtue of the performance by it
125	section 762(7)(b)	Director	Authority
126	section 763(1)	Director considers that there are circumstances suggesting that a contravention of Chapter 5 of Part 5 has occurred in relation to shares in or debentures of a company, the Director	Authority considers that there are circumstances suggesting that a contravention of Chapter 5 of Part 5 has occurred in relation to shares in or debentures of a company, the Authority
127	section 763(1)(b)	Director	Authority
128	section 763(4)	Director, shall make interim reports to the Director, and on the conclusion of the investigation shall make a final report to the Director	Authority, shall make interim reports to the Authority, and on the conclusion of the investigation shall make a final report to the Authority
129	section 763(5)	Director shall direct, and the Director	Authority shall direct, and the Authority
130	section 763(7)	Director	Authority
131	section 763(8)	Director	Authority
132	section 764(1)	Director	Authority
133	section 764(2)	Director may make an appointment under subsection (1) if the Director	Authority may make an appointment under subsection (1) if the Authority
134	section 764(2)(b)	Director of his or her	Authority of its
135	section 765(3)	Director	Authority
136	section 765(4)	Director	Authority
137	section 766(1)	Director, the court may direct a company that is the subject of an investigation under section 764 to repay to the Director	Authority, the court may direct a company that is the subject of an investigation under section 764 to repay to the Authority
138	section 766(2)	Director	Authority
139	section 767(1)	Director	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
140	section 767(2)	Director may, subject to section 800(5), require a person to give the following information to the Director if the Director	Authority may, subject to section 800(5), require a person to give the following information to the Authority if the Authority
141	section 767(4)(a)	Director	Authority
142	section 767(4)(b)	Director	Authority
143	section 767(5)	Director under this section when required by the Director to do so, the court, on application by the Director, and having given the person an opportunity to be heard, may make an order requiring the person to comply with the Director's	Authority under this section when required by the Authority to do so, the court, on application by the Authority, and having given the person an opportunity to be heard, may make an order requiring the person to comply with the Authority's
144	section 768(1)	Director considers that there is any difficulty in finding out the relevant facts about any shares (whether issued or to be issued), the Director	Authority considers that there is any difficulty in finding out the relevant facts about any shares (whether issued or to be issued), the Authority
145	section 769(1)	The Director may	The Authority may
146	section 769(1)(a)	Director is satisfied that the relevant facts about the shares have been disclosed to him or her	Authority is satisfied that the relevant facts about the shares have been disclosed to it
147	section 769(1)(b)	Director	Authority
148	section 769(2)	Director	Authority
149	section 770	Director	Authority
150	section 771(1)	Director directs that shares shall be subject to the restrictions imposed under section 768 or refuses to direct that such restrictions shall cease to apply to the shares, any person aggrieved by the direction or refusal of the Director	Authority directs that shares shall be subject to the restrictions imposed under section 768 or refuses to direct that such restrictions shall cease to apply to the shares, any person aggrieved by the direction or refusal of the Authority
151	section 771(2)(a)	Director	Authority
152	section 772(2)(a)	Director	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
153	section 772(2)(b)	Director	Authority
154	section 772(4)(a)	Director	Authority
155	section 775(3)	Director or, as the case may be, by a subsequent order of the court (power to provide for which variation or cancellation is conferred on the Director	Authority or, as the case may be, by a subsequent order of the court (power to provide for which variation or cancellation is conferred on the Authority
156	section 778	Director	Authority
157	section 779	Director may give the direction described in section 778 to a company if the Director	Authority may give the direction described in section 778 to a company if the Authority
158	section 780(1)	Director has power to require the production of any books or documents from any company, the Director	Authority has power to require the production of any books or documents from any company, the Authority
159	section 780(1)(a)	Director	Authority
160	section 780(1)(b)	Director	Authority
161	section 780(1)(c)	Director	Authority
162	section 780(2)	Director	Authority
163	section 781(2)	Director were not	Director or Authority were not
164	section 782(1)	The Director shall	The Authority shall
165	section 782(1)(a)	Director	Authority
166	section 782(1)(b)	Director	Authority
167	section 782(2)(a)	The Director shall	The Authority shall
168	section 782(2)(a)(i)	Director	Authority
169	section 782(2)(a)(ii)	Director's	Authority's
170	section 782(2)(a)(iii)	Director within 21 days after the date of the notification as to why the third party believes the opinion of the Director	Authority within 21 days after the date of the notification as to why the third party believes the opinion of the Authority
171	section 782(2)(b)	Director	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
172	section 782(3)	Director	Authority
173	section 782(4)	The Director is not	The Authority is not
174	section 782(4)(a)	Director	Authority
175	section 782(4)(b)	Director	Authority
176	section 783(1)(a)(i)	Director	Authority
177	section 783(1)(b)	Director	Authority
178	section 783(2)	Director	Authority
179	section 784(d)	Director	Authority
180	section 786(1)	Director, the court may direct that a company that is the subject of a direction given under section 778 shall be liable to repay the Director	Authority, the court may direct that a company that is the subject of a direction given under section 778 shall be liable to repay the Authority
181	section 786(2)	Director	Authority
182	section 787(5)(v)	Director can show it would be appropriate to do the thing concerned and in which the Director	Authority can show it would be appropriate to do the thing concerned and in which the Authority
183	section 787(13), in the definition of "designated officer"	Director or a duly authorised officer of the Director	Authority or a duly authorised officer of the Authority
184	section 788(7)	Director or any person affected by the exercise of an extended power of seizure, the court may, if it thinks fit and having had regard, in particular, to any submissions made on behalf of the Director with regard to the progress of any investigation being carried on by the Director	Authority or any person affected by the exercise of an extended power of seizure, the court may, if it thinks fit and having had regard, in particular, to any submissions made on behalf of the Authority with regard to the progress of any investigation being carried on by the Authority
185	section 788(8)(b)	Director	Authority
186	section 789(2)(a)(i)	Director	Authority
187	section 789(2)(b)	Director	Authority
188	section 790(1)(b)	Director	Authority
189	section 791	opinion of the Director	opinion of the Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
190	section 791(k)(ii)	Director	Authority
191	section 791(k)(iii)	Director	Authority
192	section 791(k)(iv)	Director	Authority
193	section 791(l)	Director	Authority
194	section 791(m)	Director	Authority
195	section 793(1)(a)(i)	Director	Authority
196	section 793(2)(a)	Director	Authority
197	section 793(3)(b)	Director	Authority
198	section 795(8)	Director shall not	Authority shall not
199	section 795(8)(a)	Director	Authority
200	section 796(1)	Director may	Authority may
201	section 796(1)(a)	Director	Authority
202	section 796(1)(b)	Director	Authority
203	section 796(2)	Director may	Authority may
204	section 796(2)(a)	Director	Authority
205	section 796(2)(b)	Director	Authority
206	section 797(3)(c)	Director	Authority
207	section 798(3)(c)	Director	Authority
208	section 800(1)(b)	Director	Authority
209	section 800(3)(b)	Director	Authority
210	section 800(5)	Director then there are not available to the Director	Authority then there are not available to the Authority
211	section 809(3)	Director	Authority
212	section 820(1)(a)	Director	Authority
213	section 822(3)(a)	Director	Authority
214	section 822(5)	Director	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
215	section 842(e)	Director	Authority
216	section 844(1)	Director	Authority
217	section 846(b)	application by the Director	application by the Authority
218	section 847(2)(b)	Director	Authority
219	section 847(3)(b)	Director	Authority
220	section 847(5)	Director	Authority
221	section 850(2)	Director has reasonable grounds for believing that one or more of the circumstances specified in section 842(a) to (i) applies to a person (in this section referred to as the "person"), the Director may, in his or her discretion	Authority has reasonable grounds for believing that one or more of the circumstances specified in section 842(a) to (i) applies to a person (in this section referred to as the "person"), the Authority may, in its discretion
222	section 850(3)(a)(i)	Director	Authority
223	section 850(3)(b)	Director's	Authority's
224	section 850(3)(d)(I)	Director	Authority
225	section 850(3)(d)(II)	Director	Authority
226	section 850(3)(e)	Director	Authority
227	section 850(3)(f)	Director	Authority
228	section 850(5)	Director may, at any time before the specified date, on the request of the person, where the Director	Authority may, at any time before the specified date, on the request of the person, where the Authority
229	section 851(1)	Director	Authority
230	section 851(2)(a)	Director	Authority
231	section 851(2)(b)	Director	Authority
232	section 851(3)	Director shall	Authority shall
233	section 851(3)(b)	Director	Authority
234	section 851(4)	Director	Authority
235	section 851(6)	Director shall	Authority shall

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
236	section 851(6)(a)	Director's	Authority's
237	section 851(6)(b)	Director	Authority
238	section 852(2)	Director has reasonable grounds for believing that a person falls within the description of the second-mentioned person in section 819(1), namely a person who was a director of an insolvent company within the meaning of Chapter 3 (in this section referred to as the "person"), the Director may, in his or her discretion	Authority has reasonable grounds for believing that a person falls within the description of the second-mentioned person in section 819(1), namely a person who was a director of an insolvent company within the meaning of Chapter 3 (in this section referred to as the "person"), the Authority may, in its discretion
239	section 852(3)(a)	Director	Authority
240	section 852(3)(c)(I)	Director	Authority
241	section 852(3)(c)(II)	Director	Authority
242	section 852(3)(d)	Director	Authority
243	section 852(3)(e)	Director	Authority
244	section 852(5)	Director may, at any time before the specified date, on the request of the person, where the Director	Authority may, at any time before the specified date, on the request of the person, where the Authority
245	section 853(1)	Director	Authority
246	section 853(2)(a)	Director	Authority
247	section 853(2)(b)	Director	Authority
248	section 853(3)	Director shall	Authority shall
249	section 853(3)(b)	Director	Authority
250	section 853(4)	Director	Authority
251	section 853(6)	Director shall not exercise his or her power under section 852(2) in relation to a person where the Director	Authority shall not exercise his or her power under section 852(2) in relation to a person where the Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
252	section 854(1)(a)	Director	Authority
253	section 854(1)(b)	Director	Authority
254	section 854(2)(a)	Director in relation to the delivery of a notice under section 850(2) or 852(2) or any communication between the Director	Authority in relation to the delivery of a notice under section 850(2) or 852(2) or any communication between the Authority
255	section 865(1)(b)	Director	Authority
256	section 873(1)	Director may deliver a notice that complies with subsection (2) to a person if the Director	Authority may deliver a notice that complies with subsection (2) to a person if the Authority
257	section 873(2)(c)(i)	Director	Authority
258	section 873(2)(c)(ii)	Director	Authority
259	section 873(2)(d)(ii)	Director	Authority
260	section 873(3)(a)	Director	Authority
261	section 873(3)(b)	Director	Authority
262	section 873(3)(c)	Director	Authority
263	section 873(5)	Director	Authority
264	section 875(1)	or the Director	or the Authority
265	section 875(1)(b)	Director	Authority
266	section 883(3), in the definition of "appropriate officer", in paragraph (b)	Director, the Director or an officer of the Director	Authority, the Authority or an officer of the Authority
267	section 884(3)	Director and that purports to be certified by the Director, an officer of the Director or any person authorised by the Director	Authority and that purports to be certified by the Authority, an officer of the Authority or any person authorised by the Authority
268	section 902(2)(a)	Director of Corporate Enforcement	Corporate Enforcement Authority
269	section 930A(2)	Director	Corporate Enforcement Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
270	section 930A(4)(a)	Director is a competent authority by virtue of subsection (2), a reference in this Chapter (other than this section) and Part 27 to the Supervisory Authority shall include a reference to the Director	Corporate Enforcement Authority is a competent authority by virtue of subsection (2), a reference in this Chapter (other than this section) and Part 27 to the Supervisory Authority shall include a reference to the Corporate Enforcement Authority
271	section 930A(4)(b)	Director	Corporate Enforcement Authority
272	section 930A(4)(c)	Director	Corporate Enforcement Authority
273	section 930A(5)	Director	Corporate Enforcement Authority
274	section 930D(2)(b)	Director	Corporate Enforcement Authority
275	section 931(8)	Director giving details of the alleged offence and shall furnish the Director with such further information in relation to the matter as the Director	Corporate Enforcement Authority giving details of the alleged offence and shall furnish the Corporate Enforcement Authority with such further information in relation to the matter as the Corporate Enforcement Authority
276	section 931(9)	Director	Corporate Enforcement Authority
277	section 936A(2)	Director	Corporate Enforcement Authority
278	section 936A(3)	Director such information and documents and assistance as the Director may reasonably require for the Director	Corporate Enforcement Authority such information and assistance as the Corporate Enforcement Authority may reasonably require for the Corporate Enforcement Authority
279	section 936B(1)(c)	Director	Corporate Enforcement Authority
280	section 936B(2)(e)	Director	Corporate Enforcement Authority
281	section 936B(2)(f)	Director	Corporate Enforcement Authority
282	section 1066(6)	Director	Corporate Enforcement Authority
283	section 1221	Director	Authority
284	section 1222	Director	Authority

Reference No.	Provision of Principal Act	Words to be substituted	Substituting words
(1)	(2)	(3)	(4)
285	section 1275	Director	Authority
286	section 1276	Director	Authority
287	section 1301(7)(b)	Director	Authority
288	section 1474(1)	Director	Corporate Enforcement Authority
289	section 1474(2)	Director	Corporate Enforcement Authority
290	section 1512(3)(a)	Director	Corporate Enforcement Authority
291	section 1529(4)(b)	Director	Corporate Enforcement Authority
292	Schedule 6, paragraph 7(5)	Director has reasonable grounds for the belief referred to in section 850(2) or 852(2) by reference to matters or things done or omitted to be done, or circumstances, under the prior Companies Acts as they are operative and applicable in a case where the Director	Authority has reasonable grounds for the belief referred to in section 850(2) or 852(2) by reference to matters or things done or omitted to be done, or circumstances, under the prior Companies Acts as they are operative and applicable in a case where the Authority

Number 48 *of* 2021

COMPANIES (CORPORATE ENFORCEMENT AUTHORITY) ACT 2021

REVISED

Updated to 11 June 2023

About this Revised Act

This Revised Act presents the text of the Act as it has been amended since enactment, and preserves the format in which it was passed.

Related legislation

Irish Collective Asset-management Vehicles Acts 2015 to 2021: this Act, Part 6, is one of a group of Acts included in this collective citation, to be construed together as one (*Companies (Corporate Enforcement Authority) Act 2021* (48/2021), s. 1(2)). The Acts in this group are:

- *Irish Collective Asset-Management Vehicles Act 2015* (2/2015)
- *Investment Limited Partnerships (Amendment) Act 2020* (31/2020), Part 3
- *Companies (Corporate Enforcement Authority) Act 2021* (48/2021), Part 6

Annotations

This Revised Act is not annotated and only shows textual amendments. An annotated version of this revision is also available which shows textual and non-textual amendments and their sources. It also shows editorial notes including statutory instruments made pursuant to the Act and previous affecting provisions.

Material not updated in this revision

Where other legislation is amended by this Act, those amendments may have been superseded by other amendments in other legislation, or the amended legislation may have been repealed or revoked. This information is not represented in this revision but will be reflected in a revision of the amended legislation if one is available. A list of legislative changes to any Act, and to statutory instruments from 1972, may be found linked from the page of the Act or statutory instrument at www.irishstatutebook.ie.